

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CAPMARK FINANCIAL GROUP INC.;
SUMMIT CREST VENTURES, LLC; CAPMARK
CAPITAL LLC (f/k/a CAPMARK CAPITAL
INC.); CAPMARK FINANCE LLC (f/k/a
CAPMARK FINANCE INC.); COMMERCIAL
EQUITY INVESTMENTS LLC (f/k/a
COMMERCIAL EQUITY INVESTMENTS,
INC.); MORTGAGE INVESTMENTS, LLC; NET
LEASE ACQUISITION LLC; SJM CAP, LLC;
CAPMARK AFFORDABLE EQUITY
HOLDINGS LLC (f/k/a CAPMARK
AFFORDABLE EQUITY HOLDINGS INC.);
CAPMARK REO HOLDING LLC; and
CAPMARK INVESTMENTS LP,

Plaintiffs,

v.

GOLDMAN SACHS CREDIT PARTNERS L.P.;
GOLDMAN SACHS CANADA CREDIT
PARTNERS CO.; GOLDMAN SACHS
MORTGAGE COMPANY; and GOLDMAN
SACHS LENDING PARTNERS LLC,

Defendants.
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Case No. 11-CIV-7511 (RWS)

**DECLARATION OF BENJAMIN S. KAMINETZKY IN SUPPORT OF THE
GOLDMAN LENDERS' MOTION TO TRANSFER THE ACTION TO THE
DISTRICT OF DELAWARE PURSUANT TO 28 U.S.C. § 1412**

1. I am an attorney admitted to practice before this Court and a partner in the law firm of Davis Polk & Wardwell LLP, counsel for the following defendants in this action:

Goldman Sachs Credit Partners L.P., Goldman Sachs Canada Credit Partners Co., Goldman Sachs Mortgage Company, and Goldman Sachs Lending Partners LLC (collectively, the

“Goldman Lenders”). I submit this Declaration in support of the Goldman Lenders’ Motion to Transfer the Action to the District of Delaware pursuant to 28 U.S.C. § 1412.

2. Attached hereto are true and correct copies of the following documents:

- Exhibit A: Excerpt of the Third Amended Joint Plan of Capmark Financial Group Inc. and Certain Affiliated Proponent Debtors Under Chapter 11 of the Bankruptcy Code, dated August 23, 2011.
- Exhibit B: Business Wire press release from Capmark Financial Group Inc. titled “Capmark Financial Group Inc. Emerges From Bankruptcy; Makes Initial Payments to the Holders of Allowed Unsecured Claims,” dated October 7, 2011.
- Exhibit C: Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting It Leave, Standing and Authority to Prosecute Causes of Action on Behalf of the Debtors’ Estates, dated August 10, 2010.
- Exhibit D: Proposed Form of Complaint attached to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting It Leave, Standing and Authority to Prosecute Causes of Action on Behalf of the Debtors’ Estates, dated August 10, 2010.
- Exhibit E: Amended Findings of Fact and Conclusions of Law of the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, dated November 1, 2010.
- Exhibit F: Objection of the Goldman Lenders to the Motion of the Official Committee of Unsecured Creditors for Reconsideration, Amendment and/or Clarification of Certain of the Court’s November 1, 2010 Amended Findings of Fact and Conclusions of Law, dated March 2, 2011.
- Exhibit G: Surreply of the Goldman Lenders to the Official Committee of Unsecured Creditors’ Amended Reply to Objections to the Committee’s Motion for Reconsideration, Amendment and/or Clarification of Certain of the Court’s November 1, 2010 Amended Findings of Fact and Conclusions of Law, dated April 6, 2011.
- Exhibit H: Transcript of Proceedings Before the Honorable Christopher S. Sontchi, United States Bankruptcy Court Judge, dated April 12, 2011.
- Exhibit I: The Honorable Judge Sontchi’s Order on Motion of the Official Committee of Unsecured Creditors Under Fed. R. Bankr. P. 7052, 9014 and 9023 for Reconsideration, Amendment and/or

Clarification of Certain of the Court's November 1, 2010 Findings of Fact and Conclusions of Law, dated May 24, 2011.

- Exhibit J: Excerpt of the Eighteenth Monthly Fee Application of Kasowitz, Benson, Torres & Friedman LLP for Compensation of Services Rendered and Reimbursement of Expenses as Special Litigation Counsel to the Official Committee of Unsecured Creditors for the Period from July 1, 2011 Through July 31, 2011, dated October 11, 2011.
- Exhibit K: Excerpt of the Nineteenth Monthly Fee Application of Kasowitz, Benson, Torres & Friedman LLP for Compensation of Services Rendered and Reimbursement of Expenses as Special Litigation Counsel to the Official Committee of Unsecured Creditors for the Period from August 1, 2011 Through August 31, 2011, dated November 1, 2011.
- Exhibit L: Excerpt of the Twentieth Monthly Fee Application of Kasowitz, Benson, Torres & Friedman LLP for Compensation of Services Rendered and Reimbursement of Expenses as Special Litigation Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2011 Through September 30, 2011, dated November 8, 2011.
- Exhibit M: Debtors' Objection to Motion of Official Committee of Unsecured Creditors for Entry of Order Granting It Leave, Standing, and Authority to Prosecute Causes of Action on Behalf of Debtors' Estates, dated August 31, 2010.
- Exhibit N: Excerpt of Goldman Lenders' Proof of Claim and Exhibit A thereto, dated September 26, 2011.

3. I declare under penalty of perjury that the foregoing are true and correct.

Executed on November 30, 2011
in New York, New York

/s/ Benjamin S. Kaminetzky
Benjamin S. Kaminetzky (BK-7741)